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GOOGLE INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ORACLE AMERICA, INC.,

Case No. 3:10-cv-03561 WHA

Plaintiffs,

**DECLARATION OF RENNY HWANG IN
SUPPORT OF GOOGLE'S
ADMINISTRATIVE MOTION TO SEAL
GOOGLE'S MOTION TO STRIKE
PORTIONS OF DR. KEARL'S REPORT
AND CORRESPONDING EXHIBITS**

V.

18 | GOOGLE INC.

Defendant.

Dept. Courtroom 8, 19th Fl.
Judge: Hon. William Alsup

1 I, RENNY HWANG, declare as follows:

2 1. I am an attorney employed by Google Inc. (“Google”), where I have served as
3 senior litigation counsel for the last six years. My job responsibilities include, but are not limited
4 to, supervising our outside counsel in connection with litigation matters (such as this one), as well
5 as familiarizing myself with the areas of Google’s businesses and documentation concerning
6 those businesses as they related to litigation matters under my supervision. I submit this
7 declaration in support of Google’s Motion to Seal Google’s Motion to Strike Portions of Expert
8 Report and Testimony of Dr. James Kearl and corresponding exhibits. I have knowledge of the
9 facts set forth herein, and if called upon as a witness, I could testify to them competently under
10 oath.

11 2. I have reviewed Google’s Motion to Strike Portions of Expert Report and
12 Testimony of Dr. James Kearl and the corresponding Exhibits attached to Maya Karwande’s
13 Declaration in support of the Motion to Strike.

14 A. The following portions of Google’s Motion to Strike Portions of Expert
15 Report and Testimony of Dr. James Kearl and Exhibits 1 and 9 of the Karwande Declaration
16 contain Google’s extremely confidential and commercially sensitive Android-related financial
17 information:

- 18 • **Google’s Motion to Strike Portions of the Expert Report and**
19 **Testimony of Dr. Kearl**
 - 20 ○ p. 1:18-19: revenue and financial condition which are not public.
 - 21 ○ p. 11:5: revenue and financial condition which are not public.
 - 22 ○ p. 12:8-9, 10, 13-14, 16-18, 23, 26-27: revenue and financial condition
23 which are not public.
 - 24 ○ p. 7:19: revenue and financial condition which are not public.
 - 25 ○ p. 8:14: revenue and financial condition which are not public.
- 26 • **Exhibit 1: Corrected Expert Report of Professor James R. Kearl,**
27 **dated March 21, 2016**
 - 28 ○ p. 6, ¶ 9: revenue and financial condition which are not public.

- p. 6, ¶ 11: revenue and financial condition which are not public.
- p. 36, ¶ 70: revenue and financial condition which are not public.
- p. 38, ¶ 73, fn 108: revenue and financial condition which are not public.
- p. 52, ¶ 103: revenue and financial condition which are not public.
- p. 16, fn 45: revenue and financial condition which are not public.
- p. 22, fn 66: revenue and financial condition which are not public.
- p. 39 ¶ 77: revenue and financial condition which are not public.
- p. 40 ¶ 78: revenue and financial condition which are not public.
- p. 51 ¶ 102, 103: revenue and financial condition which are not public.
- Ex. 1: revenue and financial information which are not public contained in columns 2013, 2014, and 2015, totals for 2011-2014 and totals for 2011-2015.
- Ex. 2: revenue and financial information which are not public contained in columns for Malackowski (2008-2015), Leonard (2008-2015) and “Difference” column for Operations, COS, Android General and Administrative, and Incremental Search and Advertising Expenses rows.
- Ex. 4a.1: revenue and financial information which are not public contained in columns 2013, 2014, 2015, and total for all Net Loss Profit section rows.
- Ex. 4a.2: revenue and financial information which are not public contained in columns 2013, 2014, 2015, and total for all Net Loss Profit section rows.
- Ex. 4b: revenue and financial information which are not public for Google Play Revenues from the U.S., Advertising Revenue by Android Devices in the U.S., Worldwide Advertising Revenues by Type, Percent of U.S. Android Revenue from Total Revenues.

- Ex. 4c.1: revenue and financial information which are not public contained in columns 2013-2015 & Total.
- Ex. 4c.2: revenue and financial information which are not public contained in columns 2013-2015 & Total.
- Ex. 4c.3: revenue and financial information which are not public contained in columns 2013-2015 in Play Revenue Loss rows.
- Ex. 4d.1: revenue and financial information which are not public contained in columns 2013-2015.
- Ex. 4d.2: revenue and financial information which are not public contained in columns 2013-2015.
- Ex. 4d.3: revenue and financial information which are not public contained in columns 2009-2015.
- Ex. 4e.1: revenue and financial information which are not public contained in columns 2013-2015 & Total.
- Ex. 4e.2: revenue and financial information which are not public contained in columns 2013-2015 & Total.
- Ex. 4e.3: revenue and financial information which are not public contained in columns 2013-2015.
- Ex. 5a: revenue and financial information which are not public contained in columns 2013-2015.
- Ex. 5b: revenue and financial information which are not public contained in columns 2013-2015.
- Ex. 7: revenue and financial information which are not public contained in columns for Malackowski and Leonard.

Google does not publicly allocate revenue or profits to Android separate and apart from Google's general business. Accordingly, Google considers the non-public financial data identified above to be highly sensitive, and public disclosure of that information could have significant negative effects on Google's business. Google only seeks to seal the specific numbers and percentages contained in the above listed passages.

B. In addition, the following portions of Exhibit 1 contain sensitive information related to Google's agreement with third parties.

- **Exhibit 1: Corrected Expert Report of Professor James R. Kearl, dated March 21, 2016**

- p. 17 ¶¶ 30-32: revenue and agreement terms which are not public.
- p. 18 ¶¶ 32, 33, fn 52: revenue and financial condition which are not public.
- p. 38 ¶ 75: revenue and agreement terms which are not public.
- p. 39 ¶ 77: revenue and agreement terms which are not public.
- Ex. 4a.1: revenue and agreement terms which are not public contained in rows for Net Loss Profit.
- Ex. 4a.2: revenue and agreement terms which are not public contained in rows Net Loss Profit.
- Ex. 4c.1: revenue and agreement terms which are not public contained in rows for Diversion Ratio, iPhone Offset & Net Loss of Profit, Footnote 6.
- Ex. 4c.2: revenue and agreement terms which are not public contained in rows for Diversion Ratio, iPhone Offset & Net Loss of Profit, Footnote 6.
- Ex. 4c.3: revenue and agreement terms which are not public contained in all rows for Ad Revenue Diversion Ratio and Ad Revenue Loss.
- Ex. 4c.4: revenue and agreement terms which are not public contained in rows for Diversion Ratio (Android to iOS).

- Ex. 4d.1: revenue and agreement terms which are not public contained in rows for Diversion Ratio, iPhone Offset & Net Loss of Profit, Footnote 6.
- Ex. 4d.2: revenue and agreement terms which are not public contained in rows for Diversion Ratio, iPhone Offset & Net Loss of Profit, Footnote 6.
- Ex. 4d.3: revenue and agreement terms which are not public contained in rows for Ad Revenue Diversion Ratio > Dr. Leonard's Base Model.
- Ex. 4d.4: revenue and agreement terms which are not public contained in rows for Diversion Ratio (Android to iOS).
- Ex. 4e.1: revenue and agreement terms which are not public contained in rows for Diversion Ratio, iPhone Offset & Net Loss of Profit, Footnote 6.
- Ex. 4e.2: revenue and agreement terms which are not public contained in rows for Diversion Ratio, iPhone Offset & Net Loss of Profit, Footnote 6.
- Ex. 4e.3: revenue and agreement terms which are not public contained in rows for Ad Revenue Diversion Ratio and Ad Revenue Loss.
- Ex. 4e.4: revenue and financial information which are not public contained in rows for Diversion Ratio (Android to iOS).
- Ex. 5a: revenue and agreement terms which are not public contained in rows for Redact iPhone Recapture Adjustment and Profit.
- Ex. 5b: revenue and agreement terms which are not public contained in rows for Redact Diversion Ratio, iPhone Recapture Adjustment.

The information relating to third-parties and third party agreements that is quoted, discussed, and/or summarized in the passages above is subject to stringent confidentiality requirements contained within the relevant agreement. Indeed, Google places strict limits on who

has access to the terms of these agreements to ensure confidentiality is retained. Also, Google does not disclose this information to the public. Public disclosure of this information could severely and adversely impact Google's ability to negotiate, among other things, similar terms with other third parties in connection with similar agreements now or in the future. Google only seeks to seal the specific numbers and terms in the above listed portions.

3. The selected portions of Google's Motion to Strike Dr. Kearl's Report and Exhibits 1 and 9 to the Karwande Declaration should therefore be filed under seal.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct to the best of my knowledge.

Executed this 30th day of March, 2016 at Sunnyvale, California.

By: /s/ Renny Hwang
RENNY HWANG

ATTESTATION OF FILER

I, Robert A. Van Nest, have obtained Renny Hwang's concurrence to file this document on his behalf.

Dated: March 30, 2016

KEKER & VAN NEST LLP

By: /s/ Robert A. Van Nest
ROBERT A. VAN NEST
CHRISTA M. ANDERSON
DANIEL PURCELL

Attorneys for Defendant
GOOGLE INC.